



Certificate of Public Convenience and
Necessity Application

Sussex County

Woodfield Preserve Expansion



A Middlesex Water Company Affiliate

December 20, 2017

Mr. Kevin Neilson
Public Service Commission
861 Silver Lake Blvd.
Suite 100
Dover, DE 19904

Re: CPCN Application – Woodfield Preserve Expansion

Dear Mr. Neilson;

Enclosed you will find the CPCN application for the Woodfield Preserve Expansion project in Sussex County, Delaware.

One original copy the application has been included. If I can be of further assistance upon your review, please do not hesitate to contact me at 302-747-1308.

Respectfully,

A handwritten signature in blue ink, appearing to read "J. C. Cuccinello", is written over a faint, larger version of the same signature.

Joseph C. Cuccinello
CPCN Coordinator
Tidewater Utilities, Inc.

cc: Mr. Grover P. Ingle, SFMO w/enclosures
Mr. Ed Hallock, DPH w/enclosures
Mr. John Brandt, DNREC w/enclosures
Mr. John Ashman, Sussex County w/enclosures

"Southern Delaware's Premier Water Company Since 1964"

Tidewater Utilities, Inc. 1100 South Little Creek Road, Dover, DE 19901 www.tuiwater.com
(800) 523-7224 (302) 734-7500 Tel. (302) 734-9297 Fax

**APPLICATION FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY
REQUIRED TO BEGIN OR EXPAND THE BUSINESS
OF A PUBLIC WATER UTILITY**

BEFORE THE PUBLIC SERVICE COMMISSION

Application Fee \$300 for filing each extension to a CPCN
 \$750 for filing each original application for new water utility 26 Del. C. §114(a)

This form of application must be filed for each new and expanding water system pursuant to 26 Del. C. §203C.

WATER UTILITIES: Woodfield Preserve Expansion

1. Basis for application:
 - ☐ a. Water in the proposed service area does not meet the Regulations Governing Public Drinking Water Systems of the State Board of Health for human consumption; {26 Del. C., §203C (d)(2)(a)}; or
 - ☐ b. Water supply in the proposed service area is insufficient to meet the projected demand; 26 Del. C., §203C (d)(2)(b)}; or
 - ☐ c. The applicant is in possession of a signed service agreement with the developer of a proposed subdivision or development, which subdivision or development has been duly approved by the respective county government; {26 Del. C., §203C (e)(1)(a)}; or
 - ☒ d. The applicant is in possession of a petition signed by all of the parcel owners of the proposed territory to be served; {26 Del. C., §203C (e)(1)(b)}; or **Exhibit A**
 - ☐ e. The applicant is in possession of a duly certified copy of a resolution from the governing body of a county or municipality requesting the applicant to provide service to the proposed territory to be served; {26 Del. C., §203C (e)(1)(c)}.
2. To obtain a Certificate of Public Convenience and Necessity ("CPCN") to provide adequate water service to customers and meet the Regulations Governing Drinking Water Standards of the State Board of Health for human consumption {26 Del. C., §203C(a)}.
3. Tidewater Utilities, Inc. requests an informal fact finding procedure during review of application.
4.
 - (a.) Full legal name and address of Applicant:
 Tidewater Utilities, Inc.
 1100 South Little Creek Road
 Dover, Delaware 19901
 - (b.) Full name of the Utility's designated representative:
 Joseph C. Cuccinello
 Kirsten Higgins
 - (c.) Phone no: 302-734-7500 X1014 or X1024
 - (d.) Fax no: 302-734-9295
 - (e.) Email address: jcuccinello@Tuiwater.com or khiggins@tuiwater.com
5. Supporting documentation required by 26 Del. C. §203C(e)(1), including evidence that all landowners of the proposed territory have been notified of application: **Exhibit B**

6. A complete list of county tax map parcel number(s) for the area covered by the application: **Exhibit C**
7. A complete list of county tax map parcel number(s) with corresponding names and addresses of property owners and a copy of the tax map(s) for the area: **Exhibit C**
8. The Applicant hereby certifies that the extension will satisfy the provisions of 26 Del. C. §403C, including:
 - (a.) The Applicant is currently furnishing water to its present customers in Delaware in such a fashion that water pressure at every house supplies is at least 25 psi at all times at the service connection.
 - (b.) The Applicant shall furnish water to the house or separate location of each new customer in the Delaware at a pressure of at least 25 psi at each location or house at all times at the connection while continuing also to supply each old customer at a pressure of at least 25 psi at each house at all times at the service connection.
 - (c.) The Applicant is currently not subject to a finding by the appropriate federal or state regulatory authority that we have materially failed to comply with applicable safe drinking water or water quality standards; and
 - (d.) The Applicant is currently not subject to any Order issued by the Commission finding that Tidewater Utilities, Inc. has materially failed to provide adequate or proper safe water services to existing customers.
9. Copies of petitions signed by landowners showing all of the parcel owners of the proposed territory to be served agree with the filing of a CPCN to permit Applicant to provide them with public water.
Exhibit A
10. Plan of service:
 - (a.) The application includes one (1) parcel located on south side of Broadkill Road in Sussex County, Delaware and identified by County Tax Parcel Numbers: 235-8.00-87.00.
 - (b.) This service territory will be served water via an off-site water main extension from Tidewater's existing water main located on Broadkill Road.
 - (c.) A map showing the location of the parcel is provided in **Exhibit C**.
11. (a.) A copy of the application must be sent to State Fire Marshall, Public Health Department, Department of Natural Resources and County Engineering/Utility.
 - 1.) The current status of such application is: **Sent**
 - (b.) The Applicant provides the following additional information with this application;
 - 1.) A corporate history including dates of incorporation, subsequent acquisitions and/or mergers, **On PSC File**
 - 2.) A chart, which depicts the inter-company relationships, **On PSC File**
 - 3.) A map identifying all areas, including all towns, cities, counties and other governments subdivisions to which service is already provided, **On PSC File**

- 4.) All copies of Applicant's annual reports to stockholders and that of its subsidiaries, and parent for the last two years, **On PSC File**
- 5.) Applicant's audited financial statements, 10K's and all proxy material for the last two years, **On PSC File**
- 6.) Any additional information required by PSC Staff will be made available on request.

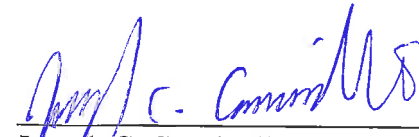
Respectfully submitted,

A handwritten signature in black ink, appearing to read "Gerard L. Esposito", written over a horizontal line.

Gerard L. Esposito
President

Certification of Landowner Information Accuracy

By submitting this application, Tidewater Utilities, Inc. hereby certifies that we have reviewed the appropriate tax or land record documents; and that according to those documents, the landowners identified in the parcel lists are the landowners of record and that the petitions contained in this application have been signed by the landowners of record.



Joseph C. Cuccinello
CPCN Coordinator

EXHIBIT

A

**PETITION FOR INCLUSION IN TIDEWATER UTILITIES, INC.
WATER SERVICE TERRITORY**

In accordance with 26 Delaware Code 203-C., Thompson Schell, LLC, the undersigned, as the recorded property owner according to current tax records for the following property/properties, requests to be included in the water service territory of Tidewater Utilities, Inc, and hereby represents that Blake Thompson (name of signor), as Manager (title), of Thompson Schell, LLC is authorized to execute this petition on behalf of the company. Thompson Schell, LLC understands that all of the property owners must sign this petition in order for Tidewater Utilities, Inc to apply for a Certificate of Public Convenience and Necessity (CPCN) in order to provide water service to the following property/properties:

Tax Parcel Number(s) 235-8.00-87.00

Property Owner: Thompson Schell, LLC

Mailing Address: 18949 Coastal Highway, Suite 301
Rehoboth Beach, DE 19971

Physical Property Address: S/RT 16, 2200' NE/RT 1

I UNDERSTAND THAT BY SIGNING THIS PETITION MY PROPERTY MAY HAVE TO REMAIN IN TIDEWATER UTILITIES, INC. SERVICE TERRITORY PERMANENTLY. I ALSO UNDERSTAND THAT IT MAY AFFECT MY ABILITY TO OBTAIN A PERMIT FOR A NEW WELL. IF YOU HAVE ANY QUESTIONS, COMMENT, OR CONCERNS, PLEASE CONTACT THE PUBLIC SERVICE COMMISSION AT (302) 736-7500 (in Delaware, call 800-282-8574).

By: Blake Thompson

Print Name: Blake Thompson

Title: Manager

Dated: November . 2017

Phone #: (302) 227-3573

Email Address: _____

I Blake Thompson (print name) am the Manager (insert title) of Thompson Schell, LLC, the party named above. Blake Thompson (insert name of signer above) is the Manager (title) of the Thompson Schell, LLC and has signed this petition in such capacity as the act and deed of the company.

Signed by: Blake Thompson

Title: Manager

Contact Tidewater Utilities, Inc. at 877-720-9272 ext. 1014 with any questions related to this petition.

**THOMPSON SCHELL, LLC
ASSIGNMENT OF LIMITED LIABILITY COMPANY INTEREST AND
AMENDMENT TO LIMITED LIABILITY COMPANY AGREEMENT**

This Assignment of Limited Liability Company Interest and Amendment to Limited Liability Company Agreement of **THOMPSON SCHELL, LLC**, a Delaware limited liability company (the "Company"), dated effective as of January 1, 2005 (this "Agreement"), is entered into by and among the Company; **JOSEPH SCHELL** ("Assignor"); **PRESTON A. SCHELL** ("Assignee"); and **THE EDGE GROUP, INC.**, a Delaware corporation ("Consenting Member").

RECITALS

WHEREAS, the Company was formed as a Delaware limited liability company under a Certificate of Formation filed with the Delaware Secretary of State on November 13, 2002, and operates pursuant to the Limited Liability Company Agreement of Thompson Schell, LLC, dated November 13, 2002, both such documents having been executed and approved by Assignor and Consenting Member (the "LLC Agreement"); and

WHEREAS, Assignee and Assignor were intended to each own Twenty-Five (25) units of the Company, each unit representing a member's relative ownership interest in the Company;

WHEREAS, the LLC Agreement erroneously listed Assignor as the owner of Fifty (50) units of the Company and did not include Assignee as a member of the Company;

WHEREAS, Assignee desires to purchase and Assignor desires to sell Twenty-Five (25) of the units (the "Units") in order to make their recorded ownership interests agree with the intended ownership structure of the Company; and

WHEREAS, to memorialize the above-referenced transaction, Assignee, Assignor, and the Consenting Member desire to amend the LLC Agreement as hereafter set forth.

NOW, THEREFORE, in consideration of the foregoing Recitals, which are incorporated by reference herein, the mutual promises herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties do hereby agree as follows:

1. *Assignment.* Assignor hereby assigns, transfers, and conveys Twenty-Five (25) units of the Company to Assignee.

2. *Ratification of LLC Agreement.* The Company shall take all actions necessary to evidence the transaction contemplated by this Agreement. Assignee, Assignor, and Consenting Member do hereby adopt, approve, and ratify the LLC Agreement, as amended by this Agreement, as the operating agreement of the Company. Assignee does hereby ratify, approve, and confirm all lawful actions and all agreements, instruments, loan documents, and contracts entered into by Assignor or Consenting Member for or on behalf of the Company.

3. *Future Cooperation.* Each of the parties hereto agrees to cooperate at all times from and after the date hereof with respect to all of the matters described herein and to execute such further assignments, releases, assumptions, amendments of the LLC Agreement, notifications, and other documents as may be reasonably requested for the purpose of giving effect to, evidencing, or giving notice of the transaction contemplated by this Agreement.

4. *LLC Agreement Amendments.* The LLC Agreement is hereby amended as follows:

a. Section 5 is hereby deleted in its entirety, and the following is adopted in lieu thereof:

“There shall be three (3) Members:

**The Edge Group, Inc.
Joseph M. Schell
Preston A. Schell”**

b. Sections 10 is hereby deleted in its entirety, and the following is adopted in lieu thereof:

“The respective Membership Percentages of the Members are as follows:

Member	Membership Percentage
The Edge Group, Inc.	50%
Joseph M. Schell	25%
Preston A. Schell	25%

Such Membership Percentages shall be established in terms of “Units” of participation in the ownership of the Company and corresponding voting rights, and in that context, there shall be an initial total of 100 Units allocated among and between the Members. The Units owned by each Member shall be evidenced by Membership Certificates and, initially, shall be assigned, as follows:

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed under seal as of the day and year first-above written.

ATTEST/WITNESS:

J. Wypuk

COMPANY:
THOMPSON SCHELL, LLC

By: David Blake Thompson
David Blake Thompson
Manager

ASSIGNOR:

M. Burton
Witness

Joseph Schell
Joseph Schell

ASSIGNEE:

M. Burton
Witness

Preston A. Schell
Preston A. Schell

CONSENTING MEMBER:
The Edge Group, Inc.

J. Wypuk

By: David Blake Thompson (SEAL)
Name: David Blake Thompson
Title: President

**THOMPSON SCHELL, LLC
UNANIMOUS CONSENT OF MEMBERS TO ADMIT
ASSIGNEE AS MEMBER**

The undersigned, who are all of the members of **THOMPSON SCHELL, LLC**, a Delaware limited liability company (the "Company"), hereby consent to the admission of **PRESTON SCHELL** (the "New Member"), as a member of the Company as the assignee of an interest in the Company from **JOSEPH SCHELL** (the "Assignor"), subject to the following terms and conditions:

1. The New Member and the Assignor shall execute and deliver such instruments as the managers of the Company (the "Managers") may require, including written acceptance by the New Member of the terms of the operating agreement of the Company.

2. The New Member shall have paid all reasonable fees and costs incurred by the Company in connection with their substitution as a member, as determined by the Managers.

WITNESS the following signatures as of the date set forth below.

THE EDGE GROUP, INC.

By: _____

Name: *David Blake Thompson*

Title: *President*

[Signature]

Joseph Schell (SEAL)

Dated: January 1, 2005

[Government](#)[Citizens](#)[Visitors](#)[Business](#)[Services](#)

Map Search

Sussex County, Delaware - Zoning and Sales Information

PROPERTY DETAILS

- [General Information](#)
- [Appraisal & Assessment Info](#)
- [Sales Info](#)
- [Map of Property](#)

General Information

District-Map-Parcel:

2-35 8.00 87.00

Owner(s) Names:

THOMPSON SCHELL , LLC

Property Legal Description:

S/RT 16

2200'NE/RT 1

Billing Address:

18949 COASTAL HIGHWAY STE 301
REHOBOTH BEACH , DE 19971

Land Use:

Farm

Zoning:

Agricultural/Residential

Town/Municipality:

-No Town or Municipality Specified-

Fire District(s):

Milton Fire District

Tax Ditch(es):

-No Ditch Records-

Sewer/Water District:

-No Sewer Records-

Watershed:

BROADKILL-SMYRNA

EXHIBIT

B

TIDEWATER

UTILITIES, INC.

A Middlesex Water Company Affiliate

November 21, 2017

Certified Mail # 7004 1160 0005 9457 8353

Thompson Schell, LLC
18949 Coastal Highway
Suite 301
Rehoboth Beach, DE 1997
Attn: Blake Thompson

Dear Mr. Thomas:

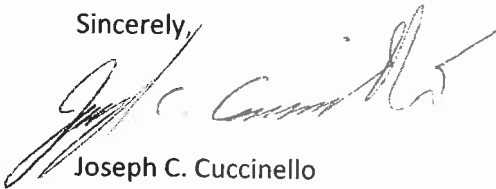
Tidewater Utilities Inc. (Tidewater) would like to thank you for the receipt of your signed petition requesting Tidewater to provide water service to your property, 235-8.00-87.00 located in Sussex County.

Tidewater will be submitting an application for a Certificate of Public Convenience and Necessity (CPCN) with the Public Service Commission (PSC) on or about December 20, 2017. Included with this letter is information that we are required to provide to all landowners within a proposed service territory prior to filing the application for a CPCN.

When the CPCN is granted, Tidewater will have the permission to provide public water service to your parcel. It is important for you, as the landowner, to know that when water service is made available to your parcel you are not obligated to connect to our water system as long as your current water supply is functioning properly. If you agree to have your property be part of this proposed service area, no action on your part is required at this time. If you do not agree to have your property be part of this proposed service area you will need to complete the enclosed opt out/object form and send it back to the address on top of the form.

If you have any questions in regards to this matter please feel free to contact me at 1-800-720-9272 ext. 1014 or 302-747-1308.

Sincerely,



Joseph C. Cuccinello
CPCN Coordinator

"Southern Delaware's Premier Water Company Since 1964"

Tidewater Utilities, Inc. 1100 South Little Creek Road, Dover, DE 19901 www.tuiwater.com
(800) 523-7224 (302) 734-7500 Tel. (302) 734-9297 Fax

PROPERTY OWNER OPT-OUT/OBJECT FORM

Delaware Public Service Commission
861 Silver Lake Boulevard
Cannon Building, Suite 100
Dover, Delaware 19904

Dear Delaware Public Service Commission:

I/We are the recorded property owner(s), according to current tax records, for the following property/properties:

Tax Map Parcel Identification Number(s): 235-8.00-87.00

We received a notice from *Tidewater Utilities, Inc.* that it plans to file an application with the Delaware Public Service Commission for a Certificate of Public Convenience and Necessity (Certificate) to provide water service to a proposed service territory described by Tidewater Utilities, Inc. as Woodfield Preserve Expansion (hereafter, "Proposed Service Territory").

_____ As permitted by applicable law, I hereby opt-out of *Tidewater Utilities, Inc.*'s proposed service territory. I understand that by opting out of the Proposed Service Territory, I may be charged additional fees if I later change my mind and choose to be included in the Proposed Service Territory and receive water service from *Tidewater Utilities, Inc.*

_____ I hereby object to the *Tidewater Utilities, Inc.*'s application for the Certificate of Public Convenience and Necessity. I understand that by objecting to the *Tidewater Utilities, Inc.*'s application I am not merely objecting to being included in the Proposed Service Territory (in which case, I may merely opt out as permitted by electing to opt out above), but rather am objecting to the Commission authorizing the *Tidewater Utilities, Inc.* to provide water service to *any territory* within the Proposed Service Territory, including, but not limited to, my own property. The basis of my objection is as follows:

Property Owner(s): *Property Owner Name* _____

Property Owner Address _____

Owner's Signature: _____ Date: _____

YOU SHOULD READ THIS NOTICE CAREFULLY.

Public records list you as a landowner of the property with the following tax map parcel identification number(s):«ParcelID». Within thirty-five (35) days, Tidewater Utilities, Inc. (TUI) plans to file an application with the Delaware Public Service Commission requesting a Certificate of Public Convenience and Necessity (Certificate) to provide water service to a new territory described as Woodfield Preserve Expansion.

TUI HAS INCLUDED YOUR PROPERTY IN THE TERRITORY IT INTENDS TO SERVE. TUI IS UNABLE TO ESTIMATE WHEN IT WILL PROVIDE WATER SERVICE TO YOUR PROPERTY OR WOODFIELD PRESERVE EXPANSION.

IF YOU DO NOT TAKE ANY ACTION NOW, YOU MAY LOSE YOUR CHOICE OF WHO CAN PROVIDE WATER SERVICE TO YOUR PROPERTY AND WHETHER YOU CAN OBTAIN A WELL PERMIT.

- 1) You may choose to be included in the utility's proposed service territory. If you signed a petition for water service asking to be included in the utility's proposed service territory, [or, if you did not sign a petition for water service but want to be included, you do not have to take any action.
- 2) You have the right to "opt-out" of the utility's proposed service territory. If you "opt-out", your property will not be included in the utility's service territory. You can do this even though others in Back Creek might desire water service from the utility. You should understand that being included in a utility's service territory does not mean that public water service will be immediately available to your property or that, when available; you will be required to hook-up to the public water system. However, if your property is included in the utility's water service territory, and later the water from the well providing your drinking water cannot be used, the Department of Natural Resources and Environmental Control might deny you a permit for a new well if public water is available to your property. On the other hand, if you elect to "opt-out" of the utility's service territory, but later change your mind and decide to connect to the utility's public water system, you could be charged additional fees.
- 3) You may object to the Public Service Commission granting a Certificate for Back Creek. For example, you may object that the water utility does not have the legal right to serve the territory. You should review the law about what a utility must provide in order to obtain a Certificate (contact the Public Service Commission to obtain a copy of the law). If you file such an objection, you will need to tell the Public Service Commission why the utility should not receive the Certificate. Please note that an objection will not remove your property from a proposed service territory. To remove your property from the service territory, you must request to "opt-out."

Attached to this letter is a form which allows you (and other owners of the property) to exercise your options. You have seventy-five (75) days from your receipt of this notice to file your objection with the Commission. Although you may exercise your right to "opt-out" of the utility's service territory at any time before the Certificate is granted, if you choose to opt-out, it is requested that you complete the form and return it to the Public Service Commission at the address listed below within seventy-five (75) days from the date you receive this notice:

Delaware Public Service Commission
861 Silver Lake Boulevard
Cannon Building, Suite 100
Dover, Delaware 19904

If you want to “opt-out” or object, you must send the completed form to the Public Service Commission, even if you already informed the utility of your intent to “opt-out” or object.

If you have any questions, comments or concerns, please contact the Public Service Commission at (302) 736-7500 (in Delaware, call 800-282-8574).



1100 South Little Creek Road
Dover, DE 19901
www.tidewater.com

A Middlesex Water Company Affiliate

Hasler

11/21/2017

US POSTAGE

\$06.77⁰



ZIP 19901
011D11637196

Thompson Schell, LLC
18949 Coastal Highway
Suite 301
Rehoboth Beach, DE 19971

ENCLOSED IS IMPORTANT INFORMATION FROM THE PUBLIC SERVICE COMMISSION THAT AFFECTS
YOUR RIGHTS REGARDING WATER SERVICE

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Thompson Schell, LLC
18949 Coastal Hwy
Suite 301
Bethesda, MD 19971

2. Article Number

(Transfer from service label)

7004 1160 0005 9457 8353

COMPLETE THIS SECTION ON DELIVERY

Signature

x *Lauren Moore*

☐ Agent

☐ Addressee

B. Received by (Printed Name)

Lauren Moore

C. Date of Delivery

11-27-77

D. Is delivery address different from item 1? ☐ Yes

If YES, enter delivery address below: ☐ No

3. Service Type

☒ Certified Mail

☐ Express Mail

☐ Registered

☐ Return Receipt for Merchandise

☐ Insured Mail

☐ C.O.D.

4. Restricted Delivery? (Extra Fee)

☐ Yes

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

U.S. Postal ServiceTM

CERTIFIED MAILTM RECEIPT

(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

OFFICIAL USE

Postage

\$

Certified Fee

Return Receipt Fee
(Endorsement Required)

Restricted Delivery Fee
(Endorsement Required)

Total Postage & Fees

\$

Sent To

Street, Apt. No.,
or PO Box No.

City, State, ZIP+4

PS Form 3800, June 2002

See Reverse for Instructions

7004 1160 0005 9457 8353

NOV 21 2011

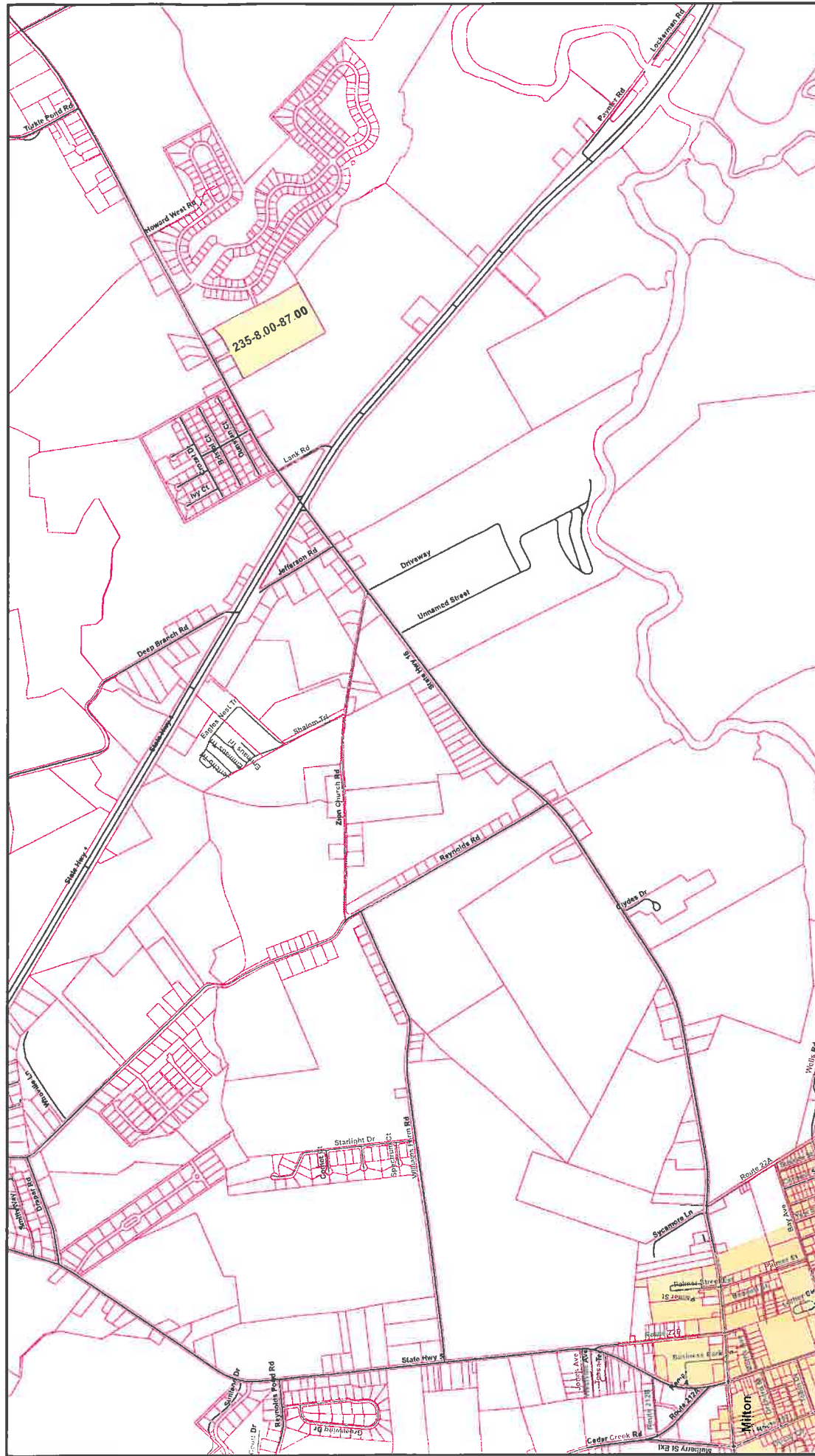
EXHIBIT

C

Exhibit C

<u>Proposed Service Area</u>	<u>Tax Map Parcel Numbers</u>	<u>Acres</u>	<u>Owners</u>
Service Area 1	235-8.00-87.00	24.92	Thompson Schell, LLC 18949 Coastal Highway Suite 301 Rehoboth Beach, DE 19971

- Parcel 235-8.00-87.00 is an individual parcel located on the south side of Broadkill Road approximately 2,230 feet from the intersection of Broadkill Road and Coastal Highway.



CPCN APPLICATION MAP Woodfield Preserve Expansion Sussex County, DE

A-17-005
1 inch = 1,250 feet
Map1

The Landbase information shown herein has been compiled from available data from the State of Delaware, New Castle, and Sussex Counties. The boundaries of features can only be determined by an appropriate survey.

PRINT DATE: 10-30-2017
DATE OF COMPIRATION: 10-30-2017
SHEET LAYOUT BASED ON THE DELAWARE STATE PLANE COORDINATE SYSTEM.



Legend